

MGM MIRAGE
Form 4
February 21, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANNI J TERRENCE

(Last) (First) (Middle)

3600 LAS VEGAS BLVD. SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MGM MIRAGE [MGM]

3. Date of Earliest Transaction
(Month/Day/Year)

02/16/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CHAIRMAN & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	M	120,000	A \$ 12.74	120,000	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	3,300	D \$ 68.82	116,700	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	2,100	D \$ 68.83	114,600	D

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Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	100	D	\$ 68.84	114,500	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	900	D	\$ 68.85	113,600	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	100	D	\$ 68.86	113,500	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	100	D	\$ 68.87	113,400	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	600	D	\$ 68.88	112,800	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	1,800	D	\$ 68.9	111,000	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	500	D	\$ 68.91	110,500	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	49,500	D	\$ 69	61,000	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	4,700	D	\$ 69.01	56,300	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	300	D	\$ 69.02	56,000	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	200	D	\$ 69.03	55,800	D
	02/16/2007	02/16/2007	S	500	D		55,300	D

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Common Stock \$.01 Par Value ND						\$ 69.05		
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	18,900	D	\$ 69.4	36,400	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	100	D	\$ 69.45	36,300	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	17,600	D	\$ 69.5	18,700	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	700	D	\$ 69.51	18,000	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	900	D	\$ 69.52	17,100	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	400	D	\$ 69.53	16,700	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	200	D	\$ 69.54	16,500	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	100	D	\$ 69.55	16,400	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	300	D	\$ 69.56	16,100	D
Common Stock \$.01 Par Value ND	02/16/2007	02/16/2007	S	5,000	D	\$ 69.75	11,100	D
	02/16/2007	02/16/2007	S	10,000	D	\$ 70	1,100	D

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Common
Stock \$.01
Par Value
ND

Common
Stock \$.01
Par Value
ND

02/16/2007	02/16/2007	S	500	D	\$ 70.1	600	D
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Common
Stock \$.01
Par Value
ND

02/16/2007	02/16/2007	S	600	D	\$ 70.11	0	D
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Common
Stock \$.01
Par Value
ND

						176,700 ⁽¹⁾	I	Lanni Family Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Emp Stk Option (Right to Buy)	\$ 12.74	02/16/2007	02/16/2007	M	120,000	02/27/2004	02/27/2013	Common Stock \$.01 Par Value ND	120,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANNI J TERRENCE	X		CHAIRMAN & CEO	

3600 LAS VEGAS BLVD. SOUTH
LAS VEGAS, NV 89109

Signatures

Bryan L. Wright,
Attorney-In-Fact

02/16/2007

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) These shares are held by the Lanni Family Trust, under agreement dated June 21, 1990, of which the reporting person is trustee.
- (2) Options granted under MGM MIRAGE Employee Stock Option Plan. Vesting plan calls for options to become exercisable in equal 20% yearly amounts over a period of five years commencing on 2/27/04.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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